

**WRIGHT STATE UNIVERSITY
BOARD OF TRUSTEES
OFFICIAL PROCEEDINGS OF THE
THREE HUNDRED AND THIRTIETH MEETING**

April 7, 2017

INDEX

	<u>Page</u>	<u>Resolution</u>
I. CALL TO ORDER	1	
II. PROOF OF NOTICE OF MEETING	1	
III. CONFLICT OF INTEREST STATEMENT	1	
IV. REPORT OF THE CHAIR	2	
A. Facility Security Clearance	2	17-61
B. Plante Moran Audit Report	3	
1. Authorization of a Limited Waiver of Attorney Client and Attorney Work Product Privileges	3	17-62
2. Direct the University Office of General Counsel and the University Administration to review the Final Plante Moran Audit Report to make referrals to the appropriate State or Federal regulatory, investigative and law enforcement agencies as deemed necessary.	4	17-63
3. Authorize appropriate actions that may be Warranted by the outcome of the Federal Investigation of University H-1B Visa Matters and by the Final Plante Moran Audit Report	5	17-64
V. UNFINISHED BUSINESS	6	
VI. ADJOURNMENT		

**WRIGHT STATE UNIVERSITY
BOARD OF TRUSTEES
OFFICIAL PROCEEDINGS OF THE
THREE HUNDRED AND THIRTIETH MEETING**

**Friday, April 7, 2017
Apollo Room, Student Union
11:30 a.m.**

I. CALL TO ORDER

The meeting of the Wright State Board of Trustees was called to order by Mr. Michael Bridges, chair, on Friday, April 7, 2017, 10:55 a.m., in the Apollo Room in the Student Union. Dr. Robert Sweeney, secretary to the Board of Trustees, called the roll:

Present:

Michael Bridges
Douglas Fecher
Sean Fitzpatrick
William Montgomery
C.D. Moore
Grace Ramos
Jordan Large
Ryan Pignatiello

Absent:

Eloise Broner
Anuj Goyal

II. PROOF OF NOTICE OF MEETING

Mr. Bridges reported that the meeting was called by written notification and a quorum was present.

The Wright State University Board of Trustees is a public body subject to the Ohio Open Meetings Act. It operates on a fixed agenda available to those attending the meeting. Persons wishing to address the Board in its public session should submit a written request to the Board of Trustees' office 72 hours in advance of the meeting in order to be placed on the agenda. However, all persons address the Board at the invitation of the Board and are subject to time limitations and other guidelines established to maintain the good order of the meeting.

III. CONFLICT OF INTEREST STATEMENT

The following conflict of interest was read by Mr. Bridges.

It is of utmost importance to ensure that all university decisions are free from any real or perceived conflicts of interest.

Therefore, please be mindful of all obligations with which you have been charged

as a Trustee of Wright State University; and take the steps you deem appropriate to perform your duties fairly and impartially.

IV. REPORT OF THE CHAIR

A. Facility Security Clearance:

Due to changes in personnel, the following resolution was presented for approval.

RESOLUTION 17-61

WHEREAS, Wright State University wishes to maintain its facility security clearance through the Defense Security Service, and

WHEREAS, those persons occupying the following positions among the officers and officials at Wright State University shall be known as Key Management Personnel (KMP) as described in the National Industrial Security Program Operating Manual:

Dr. Curtis Lee McCray
Interim President

Dr. Thomas Sudkamp
Provost

Dr. Robert E.W. Fyffe
Vice President for Research and Dean of the Graduate School

Ms. Ellen Reinsch Friese
Associate Vice President for Research

WHEREAS, the KMP have been processed, or will be processed, to the level of the facility clearance granted to this institution, and the Interim Chief Executive has been granted a Temporary Exclusion as provided for in the aforementioned National Industrial Security Program Operating Manual; and

WHEREAS, the said KMP are hereby delegated all of the Board's duties and responsibilities pertaining to the protection of classified information under classified contracts of the Department of Defense or User Agencies of its Industrial Security Program awarded to Wright State University; and

WHEREAS, the following named members of the Board of Trustees shall not require, shall not have, and can be effectively excluded from access to all classified information in the possession of Wright State University, and

do not occupy position that would enable them to affect adversely the policies and practices of Wright State University in the performance of classified contracts for the Department of Defense or User Agencies of its Industrial Security Program, awarded to Wright State University, and need not be processed for a personnel clearance:

Michael Bridges
Eloise P. Broner
Douglas A. Fecher
Sean Fitzpatrick

Anuj Goyal
William W. Montgomery
C.D. Moore, II
Altagracia Ramos

THEREFORE be it

RESOLVED that the Board of Trustees of Wright State University authorizes the establishment of the above KMP and this resolution supersedes Resolution 17-11 dated October 7, 2016.

Mr. Bridges moved for approval. Mr. Fitzpatrick seconded, and the resolution was unanimously approved by roll call vote.

B. Plante Moran Audit Report

RESOLUTION 17-62

**Resolution of the Board of Trustees to Authorize a Limited Waiver
of the Attorney-Client and Attorney Work Product Privileges
Attached to the Final Plante Moran Audit Report
Delivered to the University in Late 2016**

WHEREAS, Wright State University through its Board of Trustees engaged the law firm of Dinsmore & Shohl, LLP, (“Dinsmore”), to represent the University in a variety of legal matters including but, not limited to, the U.S. Attorney’s investigation of the University’s use of H-1B visas;

WHEREAS, Pursuant to its representation of the University in the federal investigation, Dinsmore engaged Plante Moran to provide forensic investigative services in connection with Dinsmore’s representation of the University;

WHEREAS, The investigative services provided by Plante Moran and Dinsmore’s representation of the University are subject to attorney-client and attorney work product privileges, and may not be disclosed without a

waiver of the privileges by Dinsmore's client, the University's Board of Trustees; and

WHEREAS, The Board of Trustees is desirous of and intends to, authorize a limited waiver of the attorney-client privilege and the attorney work product privilege attached to the final Plante Moran audit report that was delivered to the University in late 2016.

NOW THEREFORE,

BE IT RESOLVED, that the Trustees hereby authorize a limited waiver of the attorney-client privilege and the attorney work product privilege that are attached to the final Plante Moran audit report that was delivered to the University in late 2016.

Mr. Fecher moved for approval. Mr. Montgomery seconded, and the resolution was unanimously approved by roll call vote.

RESOLUTION 17-63

**Resolution of the Board of Trustees to Direct the University
Office of General Counsel and the University Administration
to Review the Final Plante Moran Audit Report
to make referrals to the appropriate State or Federal Regulatory,
Investigative and Law Enforcement Agencies as deemed necessary,
and for the University Administration to take Appropriate Personnel
Actions that the Final Audit Report May Warrant,
Up to and Including Termination of Employees**

WHEREAS, Wright State University through its Board of Trustees has taken action to authorize a limited waiver of the attorney-client communication privilege and the attorney work product privilege that attached to the final Plante Moran audit report that was delivered to the University in late 2016; and

WHEREAS, The Board wishes to have the University's Office of General Counsel and the University Administration to review the report in detail to make referrals to the appropriate State or Federal regulatory, investigative and law enforcement agencies as deemed necessary, and, for the University Administration to take appropriate personnel actions that the final audit report may warrant, up to and including termination of employees;

NOW THEREFORE,

BE IT RESOLVED, that the Trustees hereby direct the University's Office of General Counsel and the University Administration to review the final Plante Moran audit report in detail to make referrals to the appropriate State or Federal regulatory, investigative and law enforcement agencies as deemed necessary, and for the University Administration to take appropriate personnel actions that the final audit report may warrant, up to and including termination of employees.

Mr. Fecher moved for approval. General Moore seconded, and the resolution was unanimously approved by roll call vote.

RESOLUTION 17-64

Resolution of the Board of Trustees to Authorize Appropriate Actions that may be warranted by the outcome of the Federal Investigation of University H-1B Visa Matters and by the Final Plante Moran Audit Report

WHEREAS, The United States Attorney's office has been engaged in and is continuing to conduct an investigation into the University's past application for a number of H-1B visa classifications;

WHEREAS, The Federal investigation may be concluded in the coming Fiscal Year 2018 which may require the University to make payments in settlement of the investigative claims;

WHEREAS, Any University obligation to make any payments to the Federal government may arise from actions of individuals currently or formerly employed by the University;

WHEREAS, The University may wish to take appropriate steps that may be warranted by the outcome of the Federal investigation and by the final audit report;

WHEREAS, The Board of Trustees wishes to authorize the University Administration to take any actions that may be necessary or warranted by the outcome of the Federal investigation and by the final audit report to restore the University's standing to the condition it was in prior to the Federal investigation and the final audit report.

NOW THEREFORE,

BE IT RESOLVED, that the Trustees hereby direct the University's Administration to take any and all appropriate actions that may be necessary or warranted by the outcome of the Federal investigation and by the final audit report to restore the University's standing to the condition it was in prior to the Federal investigation and the final audit report.

Mr. Fecher moved for approval. Mr. Montgomery seconded, and the resolution was unanimously approved by roll call vote.

V. UNFINISHED BUSINESS

None

VI. ADJOURNMENT

The meeting was adjourned at 11:06 a.m.